

**AMERICAN ASSOCIATION OF UNIVERSITY WOMEN (AAUW)
BOARD OF DIRECTORS MEETING
February 28, 2025**

A meeting of the AAUW Board of Directors (the “Board”) was held on February 28, 2025, at the AAUW headquarters located at 1310 L St. NW, Suite 1000, Washington, DC. beginning at 8:30 a.m. Eastern time.

Those Directors Present/Absent* included:

Cheryl Sorokin, Board Chair
Gloria Bañuelos, Vice Chair
Peggy Cabaniss, Finance Chair
Jeanie Latz, Secretary
Kimberly Adams
Jenna Kirkpatrick Howard
Melissa LaDuke
Edwina Frances Martin
Shaila Rao Mistry*
Dianne Owens
Sona Pancholy
Christine Schmitz
Auntaneshia Staveloz
Monique Taylor
Mary Zupanc
Gloria Blackwell, CEO (ex-officio)

Staff Present:

Shannon Wolfe, Managing Director and Chief of Staff
Katrina Breese, Senior Director of Institutional Advancement**
Maghan Kissell, Senior Director of Policy and Member Advocacy**

Guests:

Allison Bormel, Senior Vice President, BerlinRosen**
Charlotte Gomer, Account Director, BerlinRosen**
Mariel Adams, Account Executive, BerlinRosen**
Carol Ashley, Counsel, Jackson Lewis**
Diane Schrier, Chair of the Public Policy Committee**

**Participated in meeting as indicated in these minutes.

Call to Order

Cheryl Sorokin, Board Chair, called the meeting to order in Executive Session, noting that a quorum was present. She indicated that the focus of the discussions at the meeting would be directed to the (1) approval of the Strategic Plan (the “Plan”); (2) assessment of impact of the current political climate on AAUW’s mission and education focus; and (3) development of a communication plan. She further advised that a significant amount of time at the meeting would be spent on (1) important governance

items including a potential dues increase and other matters requiring a membership vote, including amendments to the Bylaws and nominations for directors; and (2) briefings from external advisors. Mses. Blackwell, Wolfe, Breese, and Kissell then joined the meeting.

CEO Update

Ms. Blackwell discussed with the Board the many uncertainties facing the organization and its constituents. She stressed that AAUW was focused on its purpose and meeting the moment in the face of elimination of diversity, equity and inclusion programs and the potential elimination of the Department of Education. She stressed that our members and staff, as well as our fellowship recipients, are confronted with unpredictability and fear, seeking leadership and guidance.

Ms. Blackwell stated that AAUW is not dependent on Federal funding and will continue to concentrate on the values and benefits of higher education. She emphasized, as governmental support is withdrawn from educational institutions, we will continue providing funding and other opportunities to our fellows. The CEO highlighted the need for direction and leadership in our states and branches as our members search for additional ways to contribute to the mission. She affirmed the need at this time for a strategic plan that is focused, flexible, adaptable and achievable; and emphasized the importance of our attention on such a plan later in the meeting.

Board members discussed the impact of the political environment on AAUW and their work. Ms. Blackwell concluded the discussion emphasizing the importance of the organization's alignment with its mission while retaining flexibility and harnessing the energy and support of the members.

Approval of the Strategic Plan (the "Plan")

The Chair reviewed the development of the Plan, a copy of which was previously distributed to the members of the Board prior to the meeting and detailed the final revisions. Ms. Sorokin stated the Plan is the culmination of several years of planning for a sustainable future and that the Board had reviewed and commented on several versions of the Plan during the past few months. She reiterated that the goal was to provide a focused, relevant, achievable Plan to guide AAUW national and its branches over the next 2-3 years. While the impact of the policies of the new administration are evolving, she indicated the Plan is flexible enough to meet the current challenges with its focus on higher education.

Ms. Wolfe outlined an implementation schedule for the Plan from April-June. She referenced the communications team, BerlinRosen, which will be advising the staff on the rollout of the Plan to the branches and members. Ms. Wolfe also advised that the staff had started work on the goals and metrics which would overlay the Plan to measure progress. After discussion upon motion duly made and seconded, the following resolution was unanimously approved by the members present.

Resolution Approving the AAUW Strategic Plan dated February 28, 2025

The AAUW Board of Directors approves the Strategic Plan dated February 28, 2025, as set forth and attached hereto as Appendix A.

Branch Alignment Update

Mses. Wolfe and Breese shared with the Board feedback and data from the recent branch survey and discussed its impact on the ongoing branch alignment work. Ms. Breese stated that of the 688 branches 320 responded to the survey, and of those responding, 15 branches were Five Star – recognized for achievement in in all five-star categories – Advancement, Communications & External Relations, Programs, Governance & Sustainability, and Public Policy & Advocacy. While participation in the survey increased over the previous year, Ms. Breese suggested the input received as part of the review provides an opportunity for more participation. Such input included: shorten and reorganized survey; change in timing of survey to spring; and use of survey to gather feedback on needed resources, tools and other information. Going forward, Ms. Breese indicated that the survey will be rebranded as a required report and the Five Star goals will be redefined to be reflective of the strategic plan goals.

Communications Strategy Discussion

Mses. Bormel, Gomer, and Adams, representatives of strategic communications firm BerlinRosen then joined the meeting. They led an interactive discussion with the Board which examined: unique features of the organization; success of communications and opportunities for improvement; vision of organization in five years; importance of Board to organizational future communications; ways in which the Board and branches prefer to receive information; and role branches can play in the communications. Upon conclusion of the discussion and exercise, representatives from BerlinRosen indicated that they would be providing a roadmap to staff for communications in the next few weeks to be utilized in the rollout of the strategic plan and branch alignment work. The BerlinRosen representatives then left the meeting.

Attorney-Client Legal Briefing

The Chair introduced Carol Ashley, Counsel with Jackson Lewis, a law firm specializing in employment and labor law, who joined the meeting via videoconference. Ms. Ashley reviewed her legal background which included her employment with the Department of Education and litigation counsel for several educational matters. She reminded the Board her legal advice, as AAUW's counsel, is privileged and confidential. Upon the conclusion of her comments and guidance, Ms. Ashley left the meeting.

Governance Matters for Approval

Dues Increase

The Chair advised there were a number of governance matters requiring action by the Board, the first of which was consideration of a membership dues increase. Ms. Wolfe reminded the Board that at its December meeting the Board reviewed a proposal to

raise dues by \$5 per year for 5 years. Under the terms of the Bylaws, the membership was notified of such proposed increase for feedback, which Ms. Wolfe reported was substantial and primarily against an increase of the size and scope of the proposal.

Upon further deliberation with the staff and the Executive Committee of the Board, Ms. Wolfe presented a revised proposal of an \$2 increase of each of two years. The rationale for such an increase—escalating expenses, particularly for member support from the activities of the Advancement and Policy teams was discussed. However, given the inconsistency of dues revenue performance from prior dues increase, Ms. Wolfe advised no additional revenue would be budgeted from any proposed increase.

Based on the recommendation presented, and motion duly made and seconded, the following resolution was approved by a majority of the members present with two of the members present sustaining from the vote:

Resolution Approving AAUW Individual Member Dues

The Board of Directors of AAUW approves an increase in individual member dues to \$74 as of April 1, 2025 and \$76 as of April 1, 2025.

Bylaw Amendments

Ms. Latz, Vice Chair of the Governance Committee, reviewed two proposed changes to the Bylaws recommended by the Governance Committee for the Board's consideration. She advised the proposed changes were circulated to the membership in January 2025 for feedback and the resulting input was incorporated. The proposed changes are:

- Extension of the Board Chair's Term: This proposed amendment allows the Board, at its discretion, to extend the Chair's term for an additional year if the Chair has one year remaining in a two-year term.
- Vice Officer Positions and Vice Committee Chairs: The revision grants the Board the authority to appoint vice officer positions and vice committee chairs, providing more flexibility within the leadership structure.

Ms. Latz explained that these changes to the Bylaws would require a vote of the membership at its upcoming Annual Meeting in the spring. After discussion and upon motion duly made and seconded, the following resolution was approved:

Resolution Submitting Proposed Bylaw Changes to Membership for Vote

The Board of Directors of AAUW approves submitting the proposed Bylaw changes set forth in Appendix B hereto for a vote of the membership in Spring 2025.

Changes to Public Policy Priorities

Ms. Kissell then joined the meeting to present proposed changes to the Public Policy Priorities to be submitted for a membership vote, along with the Bylaws amendments, at the upcoming Annual Meeting. She reminded the Board that every other year, the AAUW Public Policy Committee, working with staff, solicits member input on AAUW's

Public Policy Principles and Priorities and recommends proposed changes to the Board. As a result of that process, she explained the Public Policy Committee is proposing changes to the principles – emphasizing the core values of education, economic security, and social justice. Also, she stated the proposed policy priorities center on the federal advocacy focus of equity in higher education and were chosen in response to need, political viability, and AAUW's strength.

Ms. Kissell explained that in January members had the opportunity to review and provide feedback on the proposed changes. She summarized the updates to the principles and priorities which resulted from member input. After discussion and upon motion duly made and seconded, the following resolution was adopted:

Resolution Approving Changes to AAUW's Public Policy Principles and Priorities for Member Vote

The AAUW Board of Directors approves submitting the proposed 2025-2027 Public Policy Principles and Priorities set forth in Appendix C hereto for presentation to the membership vote in spring 2025.

Nominating Committee Report

Ms. Zupanc, Co-Chair of the Nominating Committee presented the recommended candidates for board election and appointment, board officers, and several committee chairs. Ms. Zupanc noted that additional approval of committee chairs and vice chairs will be sought at the May meeting of the Board. In response to the Nominating Committee's recommendation, the following resolutions were unanimously approved by the members present:

Resolution Approving AAUW Board of Director Candidates for Membership Vote

The Board of Directors of AAUW approves the following candidates for membership vote for the position of director for a three year term beginning May 15, 2025:

Hope Bennett
Aaliyah El-Amin
Mayida Zaal
Monique Taylor

Resolution Appointing AAUW Director

The Board of Directors of AAUW appoints Hope Ricciotti to the AAUW Board of Directors for a three-year term beginning May 15, 2025.

Resolution Appointing AAUW Officers

The Board of Directors of AAUW appoints the following officers for the terms set forth in accordance with the Bylaws beginning May 15, 2025:

Chair—Dianne Owens
Vice Chair—Melissa LaDuke
Finance Chair—Christine Schmitz
Secretary—Sona Pancholy

Resolution Appointing AAUW Committee Chairs

The Board of Directors of AAUW appoints the following committee chairs for a two-year term starting July 1, 2025:

Finance Committee—Christine Schmitz
Investment Committee—Christine Schmitz
Nominating Committee—Melissa LaDuke

National Committee Updates

The Chair noted that she had asked each of the National committees to highlight its work of and to comment briefly on the committee's value and importance to the organization. She first introduced Diane Schrier, Chair of the Public Policy Committee, who joined the meeting by video. Ms. Schrier described the committee's process of determining the AAUW public policies priorities including the thought and analysis involved.

Ms. Latz, Vice Chair of the Governance Committee, set forth the duties of the committee in advising the Board on governance matters including Bylaw amendments. She also stated the committee addresses infrequent governance concerns raised by the branches and assists the branches with right sizing and disbandment issues.

Ms. Howard, Chair of the Audit Committee, reviewed the role of risk oversight of the Audit Committee in ensuring effective organizational risk management. She also outlined the process and oversight the committee plays in the annual audit of the financials by the external auditors.

Mses. Cabaniss and Schmitz, Co-Chairs of the Finance and Investment Committees, explained the Finance Committee's role in the oversight of the financials-ensuring the integrity of the financials, and explaining the unrestricted, temporarily restricted and permanently restricted funds in a manner in which the stakeholders can understand. Ms. Schmitz also explained that the Investment Committee advised AAUW on investing and managing its funds for the longer-term in accordance with the organization's investment policies and made recommendations to the Board regarding the appointment of the investment advisors.

Ms. Zupanc, Co-Chair of the Nominating Committee, described the responsibilities of the committee in recommending proposed directors, officers, and committee chairs to the Board for their consideration. She also reviewed the process of identifying candidates for the Board pipeline, conducting interviews, and assisting with the onboarding/orientation process.

Ms. LaDuke, Chair of the Inclusion and Equity Committee, described the uncertainty and concern of the members of the committee during the current political environment. She stated that the committee remains focused on its annual goals of providing resources to diversity officers; webinars and programs for branch and state affiliate use; and facilitating transition of committee leadership.

Ms. Owens, Chair of the Advancement Committee, discussed the committee's responsibilities in promoting membership. She described upcoming webinars, materials, emails, and outreach to the branches to provide ongoing support.

Board Effectiveness Review Report

Ms. Latz, Secretary, reviewed with the Board the results of the recent Board Effectiveness Review (the "Survey"). She advised overall the Board believes it is providing better oversight to the organization than a year ago, but there were three areas for improvement that were mentioned throughout the responses: increased Board time—particularly for discussion on pivotal organizational matters; better goal setting; and more opportunities for Board members to become involved with the activities of the organization. She stated that recommendations addressing these concerns and others raised during the Survey would be further discussed at the upcoming May Board meeting.

Ms. Latz also indicated that the Survey showed substantial progress had been made on many of the recommendations made in response to last year's annual Board review but attention was still needed for recommendations that remain to be implemented.

Consent Agenda & Informational Items

Ms. Latz then directed attention to the Consent Agenda which contained two matters to be acted upon by the Board – approval of the minutes from the December 18, 2024 meeting of the Board and the approval of the membership consent calendar.

Resolution Approving the Minutes of the December 18, 2024 Meeting of the Board

The Board of Directors of AAUW approves the minutes of the December 18, 2024, Board meeting as presented.

Resolution Approving the Membership Consent Calendar

The Board of Directors of AAUW approves the Membership Consent Calendar dated February 12, 2025, as presented with one branch name change.

Ms. Latz also called attention to the other information items in the Consent Agenda including the December 11, 2024 Executive Committee minutes.

Executive Session

The members of the Board present went into Executive Session without the members of the staff present. Thereafter, the meeting was adjourned.

Respectfully submitted,
Jeanie Latz
Board Secretary

Appendix A: Board-Approved Strategic Plan

Strategic Plan

Our Purpose

AAUW's mission to advance equity for women and girls hinges on the foundational belief that economic empowerment is essential for gender equity. Supporting women in higher education is crucial to this mission because it serves as a key pathway to economic security and upward mobility.

- We believe that higher education is a key driver to achieving economic prosperity
- We believe economies thrive when all women are empowered and educated
- We believe in equitable access to higher education that is diverse and inclusive, and free of harassment and discrimination that could hinder the advancement of women
- We believe women deserve the opportunity to pursue any career they choose
- We believe working women deserve equitable access and advancement in their careers, free from harassment and discrimination, with equity of pay, greater access to quality & affordable dependent care, paid family, medical, & sick leave, and a full range of reproductive health care services, to ensure economic security
- We believe in the dignity of all women – inclusive of the backgrounds they represent, including race, ethnicity, age, socioeconomic status, religious beliefs, disability, sex, gender identity and sexual orientation, and geographic location – and value their equitable participation in education, the workforce, and policy decisions

We empower potential.

Our Strategic Priorities

- 1. Champion gender equity by directly funding and empowering education for women, supporting women in academia and research, and fostering women's leadership**
 - Provide direct funding for women in underserved communities and in fields where women are traditionally underrepresented, including STEM
 - Empower a global workforce of women by funding international graduate study in the US and community-based projects focused on women and girls when they return home
 - Deepen the pipeline of women in STEM through early education engagement and fellowships and grants for women pursuing STEM degrees
 - Provide direct funding for women pursuing tenure-track and leadership faculty positions in academia
 - Grow the movement for gender equity by cultivating thriving networks to equip fellowships and grants alumnae with the resources needed to become empowered leaders

Appendix A: Board-Approved Strategic Plan

- Fund and uplift research by leading women academics
- 2. Champion gender equity through education and advocacy for inclusive policies that remove barriers to success in higher education and workplaces**
- Champion legislation supporting women's success in higher education – including pay equity, paid family and medical leave, paid sick days, robust workplace harassment protections, access to affordable child and elder care, and access to contraception and abortion care
 - Fight to ensure educational environments are inclusive and free from harassment, bullying and sexual assault by supporting vigorous enforcement of Title IX and other civil rights laws and rules that strengthen students' civil rights protections
 - Fight to improve access to affordable and inclusive higher education for women that yields high-quality credentials, training programs, degrees and professional development opportunities to meet the demands of evolving societal needs
 - Support college and university student, staff and faculty with salary negotiation and financial literacy training, and other equity and inclusion efforts
 - Defend and promote the principles of equity, inclusion, diversity and intersectionality in higher education and across all AAUW activities, affiliates and participants
- 3. Support local state and branch efforts and maximize AAUW's financial and operational strength**
- Build a movement of champions for gender equity by supporting an effective network of states and branches that promote AAUW's mission with their local education and equity efforts
 - Empower AAUW members and supporters to align with AAUW's mission and values, and financially support AAUW
 - Rigorously and continuously evaluate AAUW's work to maximize impact and resources
 - Strengthen AAUW's financial position and long-term sustainability
 - Create cost-effective strategic and integrated infrastructure to support all AAUW operations

Appendix B: Proposed Bylaws for Membership Vote

ARTICLE V BOARD OF DIRECTORS

1. Composition. The elected and appointed directors shall constitute the Board of Directors. The Board shall be composed of fifteen (15) Directors, of which twelve shall be elected and three additional Directors appointed by the Board. The Chief Executive Officer shall be an ex officio member of the Board without vote at Board meetings and shall not be counted for purposes of a quorum.
2. Term. Directors shall serve a term of three (3) years beginning on the day following their election and until their successors take office; provided, **however, that the Board of Directors may in its discretion extend the term of the Board Chair for one additional year to complete a two-year term as Chair. In the event the Board Chair vacates that office for any reason, any extension of his or her director terms shall also terminate.** In so far as possible, one-third of the Directors will be elected or appointed each year to stagger the terms across a three-year period. After serving two consecutive terms, a member is eligible for candidacy again after two years have expired.
3. Removal from Office. A Director may be removed for any reason by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.
4. Vacancies.
 - a. All vacancies on the Board shall be filled for the unexpired term by the Board of Directors.
 - b. Service for one-half or more of the term shall be considered a full term.
5. Powers and Duties. In accordance with the Articles of Incorporation, the Board of Directors shall have the general power to:
 - a. provide oversight to ensure the proper administration of the affairs of AAUW and to carry out its policies, financial administration, and programs;
 - b. exercise such powers and perform such acts as permitted by law, the Articles of Incorporation, or these Bylaws;
 - c. appoint standing committee members and such other board and committee members as may be designated;
 - d. establish task forces or special committees as needed;
 - e. appoint or remove the Chief Executive Officer;
 - f. act for AAUW between meetings of the membership;
 - g. provide oversight to ensure the implementation of programs that are consistent with AAUW's goals and objectives;
 - h. adopt rules to govern its proceedings;
 - i. determine date and location and format for any official meetings of AAUW;
 - j. oversee the administration of finances and acquisition or disposition of property;
 - k. engage a certified public accountant to audit the books annually;
 - l. provide oversight for the publication of an annual report; and
 - m. authorize the execution of trust agreements on behalf of AAUW;

Appendix B: Proposed Bylaws for Membership Vote

- n. and to have other such powers and duties as are required to carry out the purpose of AAUW.
6. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary, consistent with law.
7. Quorum. The quorum for a meeting of the Board of Directors shall be a majority of its voting members. There shall be no proxy or ballot voting.
8. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year, or more frequently at the call of the Board Chair, at such time and place as may be designated, with notice of the date, time, place, or purpose of the meeting. An action of the Board of Directors will take effect if passed by the majority of the members of the Board of Directors present at any properly called meeting at which a quorum is present.
9. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or shall be called upon the written request of any four (4) members of the Board of Directors and shall be preceded by at least two (2) days notice of the date, time, and place of the meeting. The notice shall describe the purpose of the special meeting.
10. Action Without a Meeting. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall sign a consent in the form of a record describing the action to be taken. The time for signing a consent will close by a specified time. The signed consents, by any means permitted by District of Columbia law, shall be returned to the Chief Executive Officer or other representative.

ARTICLE VI OFFICERS OF THE BOARD

1. Officers. The officers of AAUW shall be the Board Chair, Board Vice Chair, Board Finance Chair, and Board Secretary, who shall be elected by the Board of Directors. **The Board in its sole discretion may also establish and elect a Board Vice Finance Chair and Board Vice Secretary.**
2. Terms. The term of the Board Chair shall be two years and all other officer terms shall be one year, except any positions held *ex officio*. All officers except the Board Chair may serve consecutive terms so long as the term of service as an officer is concurrent with their service as directors.
3. Duties. Officers and Directors shall perform the duties described by these Bylaws, AAUW policies, and the parliamentary authority adopted by AAUW.
 - a. Board Chair. The Chair shall have the usual executive powers of supervision and management as may pertain to the office of chair and such other powers and duties as designated by the Board of Directors and the Executive Committee (as defined below at Article VIII); and shall serve *ex officio* on all committees except the Nominating

Appendix B: Proposed Bylaws for Membership Vote

Committee and Audit Committee (as defined below at Article IX).

- b. Board Vice Chair. The Board Vice Chair shall assume the office of the Board Chair in the event of a vacancy in that office; perform the duties of the Board Chair in all cases in which the Board Chair is unable to serve; assist in such matters as may be delegated by the Board Chair or the Board of Directors; and serve as a member of any committee, except the Nominating Committee and Audit Committee, whenever designated by the Board Chair.
 - c. Board Finance Chair. The Board Finance Chair shall perform the duties of the Board Chair in all cases in which the Board Chair and Board Vice Chair are unable to serve. The Board Finance Chair shall perform the duties usually pertaining to that office and serve as the treasurer of AAUW, chair of the Finance Committee (as defined below at Article IX), and chair of the Investment Committee (as defined below at Article IX). In addition, the Board Finance Chair shall provide oversight to ensure proper custody of the deeds, business papers, and the bonds and other securities belonging to AAUW and, with the approval of the Board of Directors, make special arrangements with a recognized financial institution or institutions regarding investments in securities and their safekeeping. **The Board Finance Chair may delegate such duties as appropriate to a Board Vice Finance Chair.**
 - d. Board Secretary. The Board Secretary shall be responsible for the minutes of AAUW Board of Directors meetings, oversee preparation of the list of qualified members and oversee elections by Individual Members, serve as the Chief Governance Officer, and assist in such matters as may be delegated by the Board Chair or Board of Directors. The Board Secretary may delegate such duties as appropriate to **a Board Vice Secretary.**
4. Removal from Office. An Officer may be removed for any reason by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.
5. Vacancies.
 - a. All vacancies in office, excluding the Board Chair, shall be filled for the unexpired term by a new Officer or Director appointed by the Board of Directors.
 - b. A vacancy in the office of the Board Chair shall be filled by the elected Board Vice Chair.
 - c. Service in any office for one-half or more of the term shall be considered a full term.

ARTICLE VII ELECTIONS

1. Nominations.
 - a. The Nominating Committee Chair shall notify all AAUW Individual Members of the Board positions to be elected by the Individual Members and request nominations from Individual Members and other stakeholders be provided to the Nominating Committee.

Appendix B: Proposed Bylaws for Membership Vote

- b. The Nominating Committee shall submit recommendations to the Board of Directors for its approval and announcement of the names of one or more nominees for each elected position to be filled. The Board of Directors have the power to refuse to place on the ballot for election any Individual Member nominated by the Nominating Committee. The names of the nominees approved by the Board of Directors, with their credentials, shall be published for all Individual Members not fewer than ten (10) days and no more than (60) days prior to the election.
2. Elections.
 - a. Elections shall be held in which all Individual Members in good standing as of the Annual Meeting Record Date may vote.
 - b. The Board of Directors shall determine the method(s) of voting in compliance with District of Columbia law. Directors shall be elected by a plurality vote.
 - c. In the event that any open position remains after elections are held, the Board may treat that position as a vacancy under Article V, Section 4.

ARTICLE VIII EXECUTIVE COMMITTEE

1. Composition. The executive committee of the Board of Directors (“Executive Committee”) shall consist of the Board Chair, Board Vice Chair, Board Finance Chair, Board Secretary. The Board Vice Finance Chair or Board Vice Secretary, if any, shall serve on the Executive Committee without a vote. The Chief Executive Officer shall also serve ex officio without vote.
2. Powers and Duties. Subject to the limitations contained in applicable law, the Executive Committee shall have the powers and duties prescribed by the Bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between board meetings and report to the Board of Directors its work and actions for approval or for revision by the Board of Directors consistent with those powers delegated to the Executive Committee by the Board of Directors. The Executive Committee shall also have general supervision over the corporate and legal affairs of AAUW in conformity with the Articles, resolutions, and the laws of the District of Columbia.
3. Meetings. The Executive Committee shall meet at least once a year at the call of the Board Chair and at other times at the call of the Board Chair or at the written request of three (3) members of the Executive Committee. An action of the Executive Committee in meetings will take effect if passed by the majority of its members who are present at a meeting at which a quorum is present.
4. Action Without a Meeting. An action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee shall sign a consent in the form of a record describing the action to be taken. The time for signing a consent will close by a specified time. The signed consents, by any means permitted by District of Columbia law, shall be returned to the Chief Executive Officer or representative.

Appendix B: Proposed Bylaws for Membership Vote

5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of its members. There shall be no proxy or ballot voting.

ARTICLE IX COMMITTEES OF THE BOARD

1. Standing Committees Listed in These Bylaws. Standing committees listed in these bylaws may perform duties as provided for in their respective committee Charters from time to time approved by the Board of Directors. There shall be the following standing committees:
 - a. Advancement Committee
 - b. Audit Committee
 - c. Finance Committee
 - d. Governance Committee
 - e. Inclusion and Equity Committee
 - f. Investment Committee
 - g. Nominating Committee
 - h. Public Policy Committee
2. Committee Chairs. The chairs of each of the Audit, Finance, Governance, Investment, and Nominating committees shall be members of the Board of Directors and be appointed by the Board of Directors except that the Board Finance Chair shall serve as chair of the Finance Committee and as chair of the Investment Committee. **The Board at its discretion may appoint committee or task force vice chairs from among the members of the committee or task force.** Board members may, but need not, be appointed chairs **and vice chairs** of committees or taskforces not specified above in this Section.
3. Committee Members. Except as provided in these Bylaws, the composition of committees shall be determined by the Board of Directors and set forth in the Committee Charters, provided each Committee shall have a majority of members of AAUW in good standing. No Officer may serve on the Audit Committee and at least one member of the Audit Committee must be an Individual Member.
4. Terms. Members of Committees referenced in these Bylaws shall be appointed for a term of two (2) years **beginning July 1** following appointment and shall be eligible for reappointment to the same committee for one (1) succeeding term only. In no case shall an appointed member serve for more than three (3) consecutive terms on one committee, the third term being possible only if a committee member becomes chair of the committee.

Appendix B: Proposed Bylaws for Membership Vote

5. Special Committees and Task Forces. Additional standing or special committees and task forces may be authorized by the Board of Directors as necessary by adoption of a committee charter by the Board.
6. Reports. All committees shall provide written reports to the Board of Directors prior to the annual meeting and such other times as requested or specified in their charters.
7. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

Appendix C: Proposed Public Policy Priorities & Principles for Membership Vote

AAUW 2025-2027 Public Policy Principles and Priorities

The Public Policy Principles and Priorities underscore AAUW's mission to advance gender equity for women and girls through research, education and advocacy. They establish principles for action on which AAUW members across the country focus their advocacy efforts. They guide the work of the AAUW's federal priorities and that of AAUW state organizations and branches on state and local issue advocacy efforts.

AAUW positions are shaped by our commitment to equity by being nonpartisan, evidence-based, experience-driven, inclusive, and intersectional. AAUW opposes all forms of discrimination on the basis of age, disability, race, ethnicity, sex, gender, sexual orientation, gender identity, geographical location, national origin, religious beliefs, pregnancy or parental status or socioeconomic status, and supports constitutional protection for the civil rights of all individuals. AAUW believes in the need to end white supremacy and address structural and systemic racism. Efforts to advance racial, ethnic, and gender justice must be embedded into every policy initiative.

AAUW stands for Education

- **Public Education:**
 - Investing in strong public education systems which provide equitable high quality public K-12 education
 - Opposing all diversions of public funds to nonpublic elementary, secondary education and charter schools
 - Closing the learning and opportunity gaps that disproportionately affect students from low-income and underserved groups
- **Inclusive Curriculum:**
 - Ensuring all curriculum represents historically accurate information, information based on scientific consensus, and is free from censorship and political, religious, or cultural bias
- **STEM Opportunities:**
 - Closing the gender gap in science, technology, engineering, and mathematics (STEM) education
- **Strengthened Civil Rights Protections-**
 - Strengthening civil rights statutes impacting education including Title IX, Title VI of the Civil Rights Act, Section 504 of the Rehabilitation Act, and other applicable laws
 - Reinstating Title IX rules that strengthen and clarify protections for student survivors of sexual harassment and assault, ensure schools provide accommodations for pregnant and parenting students, and affirm Title IX's protections from discrimination based on sexual orientation and gender identity
 - Prohibiting harassment and bullying in schools, including support of enumerated anti-bullying and harassment laws and policies
- **Higher Education:**
 - Supporting equitable access to higher education, which is affordable, inclusive and yields high-quality credentials or degrees through increasing investment in financial support for degree programs and addressing the

Appendix C: Proposed Public Policy Priorities & Principles for Membership Vote

debt burden which disproportionately impacts women and borrowers of color

- Expanding access for women in career and technical education and training that yields high quality credentials or degrees
- Reducing barriers to postsecondary success through policies that mitigate non-tuition challenges to completing a degree or high-quality certificate program, including supporting pregnant or parenting students, expanding access to affordable child care, and ensuring access to contraception and abortion care.

AAUW stands for Economic Security

- **Pay Equity:**
 - Ensuring equal pay and benefits for work of equivalent value, and addressing root causes of occupational segregation
 - Addressing the multiple factors that reinforce the gender and racial pay gaps, through increasing salary transparency, eliminating salary history to set future wages, increasing the minimum wage-and other policies that mitigate the gender pay gap
 - Enforcing and expanding employment discrimination statutes
- **Mitigation of Caregiving:**
 - Improving access to paid sick leave, medical leave, safe leave, affordable child and elder care, and other policies that mitigate the unequal burden on women for caregiving responsibilities
- **Retirement Safety Nets:**
 - Strengthening Social Security, Medicare, and Medicaid and oppose any efforts to undermine them, including privatization and block grant proposals
- **Reproductive Freedom:**
 - Ensuring access to contraception and abortion care for all women regardless of location

AAUW stands for Social Justice and Civil Rights

- **Constitutional Rights:**
 - Vigorous enforcement of and full access to civil and constitutional rights, including recognition and publication of the Equal Rights Amendment
 - Complete, accurate and timely collection of data, disaggregated by race, ethnicity, and gender identity to inform policy decisions and the apportionment of political representation
- **Expanding Voting Rights:**
 - Expanding voting rights to promote equitable political participation and ensure all Americans have the same access and right to vote
- **Freedom from Harassment and Violence:**
 - Ensuring that people who are subject to harassment or violence based on age, disability, race, ethnicity, sex, gender, sexual orientation, gender identity, geographical location, national origin, religious beliefs, pregnancy or parental status have full protection and recourse under the law
 - Supporting policies to end gender-based violence, including reauthorization of the Violence Against Women Act (VAWA)

Appendix C: Proposed Public Policy Priorities & Principles for Membership Vote

- Supporting policies that address the prevention of human trafficking and protection of its victims
- **International and Civil Rights:**
 - Supporting U.S. advancement towards the gender equity goals on education and the economy in the Beijing Declaration and Platform for Action
 - Supporting ratification of the U.N. Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW)

2025-2027 Biennial Action Priorities

AAUW's Biennial Action Priorities for federal action are chosen according to the criteria of viability, critical need, strong member support, and potential for distinctive AAUW contribution or leadership. These national priorities inform local, state, and federal action. Additional priorities may be added based on circumstances. No order of importance for the priorities is implied.

To support equitable access to higher education that promotes gender fairness, equity, diversity and inclusivity, and to address the barriers and implicit biases that hinder the advancement of women and girls especially women of color, AAUW advocates for:

- Reinstating Title IX rules that strengthen and clarify protections for student survivors of sexual harassment and assault, ensure schools provide accommodations for pregnant and parenting students, and affirm Title IX's protections from discrimination based on sexual orientation and gender identity
- Ensuring institutions of higher education are accessible to all students regardless of socioeconomic status, the environment and curriculum is inclusive, and free from political, religious, or cultural bias-
- Reducing barriers to postsecondary success, including increasing investment in financial support for degree programs, campus child care programs
- Policies that support women in pursuit of higher education, including increased access to paid leave, access to contraception and abortion care, affordable high-quality child care